

- 47 1. Holds a baccalaureate or advanced degree in engineering, engineering
48 technology, or a science related to engineering; or
49 2. Has at least five years engineering experience indicating engineering
50 competency and achievement.
51
- 52 B. Senior
- 53 1. A person who is or has been actively engaged in engineering work is eligible, if
54 one of the following criteria is met at the time of application for admission or
55 advancement:
56 a. Holds a baccalaureate or advanced degree in engineering, engineering
57 technology, or a science related to engineering and has at least ten years of
58 engineering experience; or
59 b. Has at least fifteen years of engineering experience, indicating engineering
60 competency and achievement.
61 2. Any member who has received the SWE Achievement Award shall be
62 automatically made a senior member, except that a fellow of the Society shall
63 retain the fellow grade.
64
- 65 C. Fellow
- 66 A SWE member who has been a senior member for at least ten years, or a member
67 for at least twenty years, may be chosen a fellow of the Society, in recognition of
68 significant and long-term service to the advancement of women in the engineering
69 profession. The fellows shall develop and implement a process by which the
70 selection shall take place.
71
- 72 D. Collegiate
- 73 1. A person who meets one of the following requirements is eligible for the grade of
74 collegiate member, provided that such person is not employed full-time in an
75 engineering position (except educational assignments such as internships or co-
76 ops) or in a field related to engineering:
77 a. Is pursuing an undergraduate course of study towards an associate or
78 baccalaureate degree in engineering, engineering technology, or a field
79 related to engineering; or
80 b. Is pursuing a graduate course of study towards an advanced degree in
81 engineering or a field related to engineering.
82 2. Collegiate members shall not have the right to vote or run for office, except as
83 otherwise provided in these bylaws; however, collegiate members of collegiate
84 sections shall have full rights of membership within their section.
85 3. Any member who returns to full-time student status may be affiliated with a
86 collegiate section while retaining the member grade held, including its rights and
87 privileges.
88
- 89 E. Honorary
- 90 1. A person who has achieved recognition as outstanding in the field of engineering
91 or who has made a significant contribution of service to the Society may be
92 elected an honorary member by a unanimous vote of those senators present and

93 voting. Honorary members shall not be required to pay dues.
94 2. Honorary members shall not have the right to make or second motions, vote, or
95 run for office; however, if a member of any grade is elected to honorary
96 membership, that member retains the rights of the grade of membership held
97 immediately prior to election as an honorary member.
98

99 F. Associate

- 100 1. A person who supports the goals of the Society but does not qualify for
101 membership under any of the aforementioned grades may be eligible for the
102 grade of associate if such person is either:
103 a. Engaged in work related to the practice of, or training for, engineering; or
104 b. Sponsored by a member of the senate, a professional section president,
105 members at large president, region governor, or corporate member.
106 2. Associates shall not have the right to serve on the senate, board of directors, or
107 as a region governor.
108

109 G. Corporate

110 An organization shall be eligible for corporate membership in the Society upon
111 payment of annual dues, provided that criteria as established by the board of
112 directors are met.
113

114 Section 2. Application and Admission

115 All applicants for membership in the Society must submit a statement of qualifications to
116 the Society headquarters on a form provided by the Society, accompanied by the
117 required fees according to policies adopted by the board of directors.
118

119 Section 3. Dues

- 120 A. All members shall pay dues directly to the Society headquarters. Dues for all
121 individual grades of membership, including any percentage allocation of funds
122 rebated to sections, members at large and regions, shall be set by the senate. Dues
123 for all other grades of membership shall be set by the board of directors.
124
125 B. Dues shall be billed annually, according to a schedule set by the board of directors.
126

127 Section 4. Resignation, Removal and Reinstatement

- 128 A. Any member in good standing may resign by submitting a letter of resignation to the
129 Society headquarters.
130
131 B. Any member who fails to pay dues according to the established schedule shall be
132 dropped from the Society's membership register. A member may be disciplined or
133 removed in accordance with the procedures outlined in the "Procedures for Review
134 of SWE Member Conduct," which shall be kept updated on the SWE website.
135 Amendments to these procedures may be proposed by the board of directors or the
136 ethics committee, for approval by the senate.
137
138 C. A person who has resigned or been dropped from membership may be reinstated to

139 membership by submitting a written request to the Society headquarters. The board
140 of directors may create policies with regard to reinstatement, including setting
141 reinstatement fees, and shall be the final authority on questions of reinstatement.
142

143 Section 5. Annual Membership Meeting

144 A. There shall be an annual meeting of the membership held at the annual conference.
145 Notice of the meeting must be sent to each member with the notice of the
146 conference.
147

148 B. All members are eligible to attend and participate in the annual membership
149 meeting. The quorum for such meeting shall be the voting members present.
150 Matters referred by the president, board of directors, senate, or members may be
151 discussed by all members in attendance, but only voting members shall have the
152 right to vote on such matters.
153

154 **ARTICLE III – OFFICERS**

155 Section 1. Officers

156 The officers of the Society shall be the president, president elect, secretary, and
157 treasurer.
158

159 Section 2. Duties

160 A. The president shall:

- 161 1. Represent the Society before the public as the official representative of the
162 Society;
- 163 2. Preside over all meetings of the board of directors and the membership;
- 164 3. Appoint the chairs of Society committees, except the chair of the nominating
165 committee, subject to the approval of the board of directors;
- 166 4. Report to each meeting of the board of directors, the senate, and the
167 membership on the progress and state of the Society; and
- 168 5. Perform other duties incident to the office of president, whether assigned by the
169 board of directors, the senate, or Society governing documents.
170

171 B. The president elect shall:

- 172 1. Assume the duties of president in case of temporary absence or temporary
173 inability to serve; and
- 174 2. Perform other duties incident to the office of president elect, whether assigned by
175 the president, board of directors, the senate, or Society governing documents.
176

177 C. The secretary shall:

- 178 1. Serve as the chief elected communications officer of the Society;
- 179 2. Be responsible for the preparation and retention of the minutes of the board of
180 directors and the membership;
- 181 3. Oversee the preparation and distribution of an agenda for each meeting of the
182 board of directors and the membership, subject to the approval of the body at the
183 meeting;
184

- 185 4. Review membership applications as is deemed necessary or upon request of
186 headquarters personnel, and decide all matters of membership eligibility and
187 reinstatement, subject to appeal to the board of directors;
188 5. Review charter applications and petitions according to board policies;
189 6. Approve region, section, and members at large bylaws, as well as subsequent
190 amendments, subject to appeal to the board of directors;
191 7. Have an up-to-date roll of the board of directors at all meetings of the board; and
192 8. Perform other duties incident to the office of secretary, whether assigned by the
193 president, the board of directors, or Society governing documents.
194

195 D. The treasurer shall:

- 196 1. Serve as the chief elected financial officer of the Society, and as such, be
197 responsible to oversee the collection, distribution, and safekeeping of the
198 Society's funds;
199 2. Present a financial report at each in-person meeting of the board of directors, the
200 senate, and the membership;
201 3. Serve as an ex officio member of the finance committee; and
202 4. Perform other duties incident to the office of treasurer, whether assigned by the
203 president, the speaker of the senate, the board of directors, or Society governing
204 documents.
205
206

207 **ARTICLE IV – BOARD OF DIRECTORS**

208 **Section 1. Composition**

209 The board of directors shall be composed of the officers of the Society, four directors,
210 the director of regions, the speaker of the senate, and the collegiate director. The
211 executive director shall be a nonvoting ex officio member of the board of directors;
212 however, by majority vote of the board of directors the executive director may be
213 dismissed from all or any part of a meeting. At the discretion of the board of directors,
214 up to three special directors may be elected by the board of directors in accordance with
215 these bylaws. No member may hold more than one position on the board of directors at
216 any one time.
217

218 **Section 2. Authority and Duties**

219 **A. Board of Directors**

220 The board of directors shall be the chief operational policy setting body of the Society.
221 As such, the board of directors shall manage the business and affairs of the Society.
222 The board shall also serve as the external face of SWE on issues affecting women in
223 engineering and technology, act as stewards of the Society's resources (i.e., people,
224 time, and money), and use of the SWE brand. The board of directors shall maintain the
225 strategic plan that is built on the vision created by the senate and the board of directors.
226 In addition, the board of directors shall:

- 227 1. Transact the business and manage the properties of the Society;
228 2. Appoint the executive director and fix compensation and duties;
229 3. Carry out its fiduciary responsibilities, including but not limited to:
230 a. developing and approving the budget,

- 231 b. authorizing the expenditure of funds,
232 c. safeguarding the assets of the Society through ongoing fiscal oversight and
233 management,
234 d. securing a fidelity bond covering each officer and employee who handles the
235 funds of the Society,
236 e. retaining an external auditor recommended by the audit committee to ensure
237 a competent annual audit of the financial records of the Society, and
238 f. approving the audit report and acting upon the recommendations contained
239 therein or those made by the finance committee.
- 240 4. Attend all meetings of the board of directors, the senate, and the membership.
241 5. Create policies with regard to admission, including setting application fees, and
242 be the final authority on questions of membership;
243 6. Create policies with regard to and be the final authority on region, section, and
244 members at large bylaws;
245 7. Respond to communications from the senate in a timely manner;
246 8. Advise the president on the appointment of committee chairs, except the chair of
247 the nominating committee, with authority to approve or deny such appointments;
248 9. Secure counsel in parliamentary and legal matters for the Society when
249 necessary or appropriate;
250 10. Fix the time and location of the annual conference;
251 11. Authorize Society publications; and
252 12. Grant or revoke section charters.

253

254 B. Directors

255 The directors shall:

- 256 1. Serve as liaisons to and oversee the activities of committees as assigned by the
257 president;
258 2. Oversee the budgeted funds and have the ultimate accountability for the fiscal
259 management of allotted funds to such committees; and
260 3. Perform other duties as assigned by the president, the board of directors, or
261 Society governing documents.
262

263 C. Director of Regions

264 1. The director of regions shall:

- 265 a. Act as the board liaison for region governors and coordinate their efforts;
266 b. Act as the board liaison for the members at large president;
267 c. Monitor section vitality according to policies adopted by the board of directors.
268 d. Chair meetings of the region governors; and
269 e. Perform other duties assigned by the president, the board of directors, region
270 governors, or Society governing documents.
- 271 2. A deputy director of regions shall be elected to:
272 a. Assist the director of regions as deemed necessary by the director of regions
273 or the region governors;
274 b. Perform the duties of the director of regions in the absence of or at the
275 request of the director of regions, except serving on the board of directors;
276 and

277 c. Fill a vacancy in the office of director of regions for the remainder of the term.
278 A vacancy in the deputy director of regions position shall be filled by the
279 senate within sixty days of the vacancy.
280

281

282 D. Collegiate Director

283 The collegiate director for the next fiscal year shall be elected by the collegiate
284 section presidents to:

- 285 1. Serve as a liaison to collegiate leaders;
286 2. Contribute collegiate knowledge and interests; and
287 3. Perform other duties as assigned by the president, the board of directors, or
288 Society governing documents.
289

290

290 E. Special Director

- 291 1. Special directors may be elected by the board of directors to:
292 a. Establish strategic partnerships;
293 b. Contribute special knowledge or skills; or
294 c. Represent special groups or priority interests.
295 2. Special directors shall perform duties assigned by the president, the board of
296 directors, or Society governing documents.
297

298

298 Section 3. Terms of Office

299 A. The president shall serve for one fiscal year.
300

301

301 B. The president elect shall serve for one fiscal year, followed by a term as president.
302

303

303 C. The secretary, treasurer, directors, and director of regions shall serve for two fiscal
304 years, with terms staggered as follows:

- 305 1. The secretary and two directors shall take office during even-numbered fiscal
306 years.
307 2. The treasurer, two directors, and the director of regions shall take office during
308 odd-numbered fiscal years.
309

310

310 D. The deputy director of regions and collegiate director shall serve for one fiscal year.
311

312

312 E. The board of directors may elect special directors for a one-year term beginning on
313 July 1. If elected after July 1, the special director shall serve for the remainder of the
314 fiscal year in which elected. A special director may be elected to only one additional
315 consecutive term.
316

317

317 F. Service for more than half of a term shall be considered as a full term, except that
318 the president elect shall be eligible to serve a full term as president, regardless of
319 the length of any partial term served while filling a vacancy.
320

321

321 Section 4. Eligibility

322 A. Candidates for all elected positions, except the senate speaker, collegiate director,

- 323 and special directors, must meet the following criteria:
324 1. Be voting members of the Society in good standing; and
325 2. Have served at least two years in the aggregate as a professional member of the
326 senate, Society or senate committee chair, region governor, professional section
327 or members at large president, or professional section or members at large
328 representative, except that one year as either a collegiate senator or collegiate
329 representative may be counted toward this requirement.

330 *Proviso: For the purpose of fulfilling eligibility requirements, service as an*
331 *international representative for the fiscal year ended June 30, 2009, shall count*
332 *toward these requirements. This proviso shall expire June 30, 2019.*
333

- 334 B. Candidates for president elect and president must be either a senior member or a
335 fellow and must have served at least two years on the board of directors.
336
337 C. Candidates for director of regions must have served as a region governor.
338
339 D. The collegiate director must:
340 1. Be a collegiate member of the Society in good standing for the immediately
341 previous year;
342 2. Be a member of the Society in good standing; and
343 3. Have at least two years experience in the aggregate in at least two SWE
344 positions with significant leadership responsibility.
345

346 Section 5. Meetings

- 347 A. The board of directors shall meet at least three times per year, upon the call of the
348 president or any five members of the board of directors collectively as a group. At
349 least one such meeting must be an in-person meeting. The board of directors may
350 also meet via conference telephone or by any means of communication by which all
351 persons participating in the meeting are able to communicate with one another.
352 Two-thirds of the voting members of the board of directors then in office, one of
353 whom must be the president or president elect, shall constitute a quorum for the
354 conduct of business. Proxy voting shall not be allowed.
355
356 B. Thirty days notice shall be required for any in-person meeting of the board of
357 directors. For telephone conference or other electronic means allowed by law, at
358 least five days notice shall be required. Notice may be waived by directors before,
359 during, or after any meeting, but such waiver must be unanimous, presented in
360 writing, and placed on file with the records of the meeting.
361

362 Section 6. Nomination

- 363 A. The nominating committee shall, subject to the approval of the board of directors,
364 develop and maintain appropriate procedures to govern the Society related to
365 nomination, election, or removal not covered by the law or these bylaws.
366
367 B. The nominating committee shall be composed of one voting member from each
368 region, elected in accordance with region bylaws, to serve for a period of two fiscal

369 years. Terms shall be staggered so that approximately half of the members of the
370 committee are elected each year, during the year in which their region is not holding
371 an election for region governor. Members of the nominating committee may not
372 succeed themselves as regional representatives but may serve up to four additional
373 years; up to two years as deputy chair of the committee and up to two years as chair
374 of the committee.

375
376 C. The chair and deputy chair of the nominating committee shall be nonvoting members
377 of the committee selected annually to serve for the next fiscal year by the regional
378 representatives on the committee. Candidates for chair and deputy chair must have
379 recent service on the nominating committee or board of directors and may be
380 members of the committee or board of directors at the time of selection. The chair
381 or deputy chair may not serve concurrently as a regional representative on the
382 committee or as a member of the board of directors. The chair and deputy chair
383 may be reselected to only one additional consecutive term and shall not be eligible
384 to serve as a regional representative to the nominating committee for at least one
385 year after serving as chair or deputy chair.

386
387 D. The deputy chair shall assist the chair as deemed necessary by the chair or regional
388 representatives. The deputy chair shall perform the duties of the chair in the
389 absences of or at the request of the chair. The deputy chair shall fill a vacancy in
390 the position of chair for the remainder of the term. A vacancy in the deputy chair
391 shall be filled within sixty days of the vacancy.

392
393 E. In order to be eligible to serve on the nominating committee, a member must have
394 had recent experience with the Society on a national level, such as service on the
395 board of directors, as a professional member of the senate, as a region governor, or
396 as a Society committee chair. Members of the nominating committee may not
397 become candidates during their tenure of service on the nominating committee.

398
399 F. The nominating committee shall select one or more qualified candidates for each of
400 the available positions except the collegiate director and present such slate to the
401 board of directors and the senate by February 1. The nominating committee shall
402 select one or more qualified candidates for collegiate director and present such slate
403 to the board of directors and senate by March 1. The nominating committee may
404 also recommend candidates for other positions, if so requested by the board or the
405 senate.

406
407 G. Additional candidates for all positions except the collegiate director may be
408 nominated by petition, provided that:
409 1. The member is eligible for the position.
410 2. The member has given written consent to be placed on the ballot.
411 3. At least 200 voting members have signed a petition or endorsed an e-mail to
412 place the candidate's name on the ballot, with no more than sixty being from any
413 one region or the international members.
414 4. The petition, together with the written consent, is submitted to the Society

415 headquarters by March 1.

416

417 Section 7. Election

418 A. Members whose dues are current as of March 1 shall be eligible to vote in the
419 election. The executive director shall be responsible to ensure that the ballot, listing
420 the candidates proposed by the nominating committee and any candidates who
421 have properly petitioned, shall be sent to each voting member by April 1. No
422 member may be nominated for more than one office or position on the ballot.

423

424 B. Ballots must be returned by the date indicated on the ballot in order to be counted.
425 A plurality shall elect. In case of a tie, the winner shall be chosen by lot.

426

427 Section 8. Vacancy

428 A. A vacancy in the office of president shall be filled by the president elect for the
429 remainder of the term, followed by one full term as president, provided that the
430 president elect was elected to that office by the general membership. A president
431 elect elected by the senate to fill a vacancy shall only assume the presidency for the
432 remainder of the term. In such a case, the ballots for the next election will include an
433 election for both president and president elect.

434

435 B. A vacancy in the office of president elect shall be filled for the remainder of the term
436 by the senate within sixty days of the vacancy. A person filling a vacancy as
437 president elect shall not automatically become president, but shall be eligible to be a
438 candidate for president or president elect for the following fiscal year, regardless of
439 the amount of time served while filling the vacancy.

440

441 C. A vacancy in any other member-elected board position shall be filled by the senate
442 within sixty days of the vacancy.

443

444 Section 9. Removal

445 A. The president, president elect, secretary, or treasurer may only be removed by a
446 majority vote of the members properly responding to a mail ballot requesting
447 removal of that officer, provided that at least 1,000 ballots have been returned by the
448 stated deadline. Such ballot shall be sent upon the petition of 200 voting members,
449 provided that there are at least forty signatures or e-mail endorsements from each of
450 four separate regions.

451

452 B. A director, the director of regions, or the collegiate director may be removed by a
453 two-thirds vote of the senate.

454

455 C. A special director may be removed by a majority vote of the board of directors.

456

457 D. Removal procedures not covered by law or these bylaws shall be developed by the
458 nominating committee and approved by the board of directors.

459

460

461 **ARTICLE V – SENATE**

462 **Section 1. Composition**

- 463 A. All senators and alternates, except the collegiate senators and the special senators,
464 must be voting members of the Society.
465
- 466 B. The voting membership of the senate shall consist of:
- 467 1. Two professional, senior, or fellow members from each region serving staggered
468 terms. One shall be elected each year by and from the voting members of that
469 region for two fiscal years;
 - 470 2. One collegiate member from each region, elected by the collegiate section
471 presidents of that region for one fiscal year;
 - 472 3. Two international members, one elected each year by and from the voting
473 international members for two fiscal years; and
 - 474 4. Up to two special senators nominated by the speaker and elected by the senate
475 to serve for one fiscal year or remainder thereof. The special senators may be
476 from any membership category or may be nonmembers. Prior to the
477 commencement of their terms of office, the incoming speaker may nominate and
478 the incoming senators may elect one or both of the special senators for a term to
479 begin July 1. If elected after July 1, the special senator(s) shall serve for the
480 remainder of the fiscal year in which elected.
 - 481 5. No two senators from a region may be from the same section or the members at
482 large.
 - 483 6. Election shall be by plurality vote. In case of a tie, the winner shall be chosen by
484 lot.
 - 485 7. Regions and international members may use the Society election ballots or may
486 conduct their own elections, except that ballots for collegiate senators must be
487 presented in accordance with procedures approved by the board of directors. If
488 a region or the international members do not use the Society election ballot, the
489 elected senators must be reported to headquarters by May 15 or those
490 position(s) shall automatically revert to additional special senators for the entire
491 term.
- 492
- 493 C. International Members may select one or more alternates according to policies
494 adopted by the senate. Alternates shall serve for one fiscal year.
495
- 496 D. Nonvoting members of the senate with the right to participate in the discussions of
497 the senate shall include members of the board of directors and the deputy director of
498 regions.
499

500 **Section 2. Duties**

- 501 A. The senate shall be responsible for charting the strategic direction of SWE by
502 developing and adopting the long-range goals for the Society. The senate shall also
503 be responsible for developing statements of external policy on issues or positions
504 that have broad implications for the professional environment and the Society as an
505 organization. To these ends, the senate shall conduct essential dialogue on long-
506 term trends and issues of common interest, and may appoint subordinate units to

507 assist in the creation of these strategic directions or policies. The senate shall
508 communicate the outcome of such dialogue to the board of directors.

- 509
- 510 B. The senate shall also:
- 511 1. Consider and, if necessary, vote upon recommendations received from
 - 512 throughout the Society;
 - 513 2. Set dues for all individual grades of membership, including allocation
 - 514 percentages of funds rebated to sections, members at large, and regions;
 - 515 3. Establish policies on the use and restrictions of the Reserve Fund of the Society;
 - 516 4. Approve changes to the Society's trademarks or other emblems;
 - 517 5. Approve changes to the number of regions or regional boundaries; and
 - 518 6. Approve changes to these bylaws.
- 519

520 Section 3. Meetings

- 521 A. The senate shall meet in person at least once annually at a time and place
- 522 determined by the senate. Such meeting shall be designated as the annual
- 523 meeting.
- 524
- 525 B. The senate may also meet at any other time upon the call of the speaker or by
- 526 written petition of at least one-third of the voting members of the senate.
- 527
- 528 C. Unless otherwise restricted by law or these bylaws, the senate may also conduct
- 529 business by telephone or other electronic device, provided that all members can
- 530 communicate with one another at the same time.
- 531
- 532 D. The senate may also conduct business by mail, electronic mail, or fax, provided that:
- 533 1. Complete and identical information is distributed to all members of the senate at
 - 534 the same time.
 - 535 2. Instructions for reply, together with a return date no less than fourteen days from
 - 536 the date of distribution, are included.
 - 537 3. The integrity of each ballot can be verified as to the eligibility of the member
 - 538 casting the vote and that only one ballot is cast by any member.
 - 539 4. The number of ballots returned meets the quorum requirements for an in-person
 - 540 meeting.
 - 541 5. The vote required shall be the same as the vote for an in-person meeting.
 - 542 6. The balloting is in accordance with any additional policies adopted by the senate
 - 543 to ensure that:
 - 544 a. Alternate methods of voting are provided for any senator who is unable to use
 - 545 the primary method; and
 - 546 b. The decision to take such a ballot is made by those properly authorized by
 - 547 the senate to make such decision.
 - 548 7. The results of such ballot shall be reported to the senate within fifteen days after
 - 549 the close of the ballot process.
- 550
- 551 E. Twenty-five senators shall constitute a quorum for the conduct of the business of the
- 552 senate.

553
554 F. At least sixty days notice shall be given to all senators prior to an in-person meeting,
555 and at least ten days notice shall be given to all senators prior to a telephone
556 conference call meeting.

557
558 G. No senator may vote by proxy.

559
560 Section 4. Speaker, Deputy Speaker, and Senate Secretary

561 A. Duties

- 562 1. The speaker shall:
- 563 a. Be responsible to ensure effective facilitation of dialogue and effective
 - 564 communication among all senators;
 - 565 b. Be the senate's advocate, voice, and point of contact;
 - 566 c. Serve as the presiding officer of the senate, and prepare the senate agenda
 - 567 in consultation with the president;
 - 568 d. Serve as a voting member of the board of directors and as such be the link
 - 569 between the senate and the board;
 - 570 e. Implement the roles assigned to the senate in partnership with the president
 - 571 and board of directors; and
 - 572 f. Establish senate subordinate units as directed by the senate or as otherwise
 - 573 needed to conduct the work of the senate, and appoint the chairs of all senate
 - 574 subordinate units in consultation with the deputy speaker.
- 575 2. The deputy speaker shall:
- 576 a. Assist the speaker in the performance of assigned and necessary duties;
 - 577 b. Perform the duties of the speaker in the absence of or at the request of the
 - 578 speaker, except serving on the board of directors;
 - 579 c. Serve as a nonvoting ex officio member of the senate;
 - 580 d. Implement the roles assigned to the senate in partnership with the president
 - 581 and board of directors.
- 582 3. The senate secretary shall:
- 583 a. Serve as the chief elected communications officer of the senate;
 - 584 b. Be responsible for the preparation and retention of the minutes of the senate;
 - 585 c. Assist the speaker with the preparation of the agenda;
 - 586 d. Oversee the distribution of the agenda and materials for each meeting of the
 - 587 senate;
 - 588 e. Serve as a nonvoting ex officio member of the senate;
 - 589 f. Have an up-to-date roll of the senate at all meetings of the senate; and
 - 590 g. Perform other duties incident to the office of senate secretary, whether
 - 591 assigned by the speaker, the senate, or Society governing documents.

592
593 B. Term of Office & Eligibility

- 594 1. A speaker, deputy speaker, and senate secretary shall be elected by the voting
- 595 members of the senate. The term of office for the speaker shall be two fiscal
- 596 years, taking office in the even-numbered fiscal year. The term of office for the
- 597 deputy speaker and the senate secretary shall be one fiscal year. The speaker,
- 598 deputy speaker, and senate secretary may not also serve as senators.

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644

2. Any candidate for speaker, deputy speaker, or senate secretary must be a voting member of the Society in good standing and must have served a minimum of two years in the aggregate on the board of directors, as a professional member of the senate, Society or senate committee chair, region governor, professional section or members at large president, or professional section or members at large representative, except that one year as a collegiate senator or collegiate representative may be counted toward this requirement.
Proviso: For the purpose of fulfilling these eligibility requirements, service as an international representative for the fiscal year ended June 30, 2009, shall count toward the requirement. This proviso shall expire on June 30, 2019.

C. Nomination

1. A senate nominating committee shall be selected by the senate to present a slate of one or more candidates each for speaker, deputy speaker, and senate secretary, to be announced to the senate by February 1.
2. Candidates may be nominated by petition, provided that:
 - a. The member is eligible for that position.
 - b. The member has given written consent to be placed on the ballot.
 - c. At least ten current voting members of the senate have signed a petition or endorsed an e-mail to place the candidate's name on the ballot.
 - d. The petition, together with the written consent, is submitted to the Society headquarters by March 1.

D. Election

1. The speaker, deputy speaker, and senate secretary shall be elected by ballot of the senate during the same time frame as the elections for Society officers and directors.
2. A plurality vote shall elect the speaker, deputy speaker, and senate secretary.
3. Alternate methods of voting or margins required for such election may be used by the senate on a one-time basis, provided that such methods are adopted by previous notice and a vote of two-thirds of the voting members of the senate.

E. Vacancy

1. A vacancy in the position of speaker shall be filled by the deputy speaker for the remainder of the term.
2. A vacancy in the position of deputy speaker or senate secretary shall be filled within sixty days according to senate policy.
3. A vacancy in a professional senator position shall be filled by election by that region's council for the remainder of the term.
4. A vacancy in a collegiate senator position shall be filled for the remainder of the term by election by that region's collegiate section presidents.
5. A vacancy in an international senator position shall be filled for the remainder of the term by an alternate international senator. If there is no alternate international senator, the vacancy shall be filled by the board of directors..

- 645 F. Removal
646 1. The speaker, deputy speaker, or senate secretary may be removed by a two-
647 thirds vote of the senate.
648 2. A professional senator may be removed by two-thirds of the voting members of
649 their region council.
650 3. A collegiate senator may be removed by a two-thirds vote of the collegiate
651 section presidents in their region.
652 4. An international senator may be removed by a two-thirds vote of the international
653 members.
654 5. A special senator may be removed by a two-thirds vote of the senate.
655
656

657 **ARTICLE VI – REGIONS**

658 Section 1. Definition

659 The United States and Puerto Rico shall be divided into regions.
660

661 Section 2. Region Governors

- 662 A. The voting members from each region shall elect a region governor to serve for a
663 period of two fiscal years. Region governors shall not serve concurrently as
664 members of the board of directors. Terms shall be staggered.
665
666 B. A candidate for region governor must:
667 1. Be a voting member of the Society in good standing;
668 2. Be assigned to that region as a member of one of the professional sections or as
669 a professional member at large; and
670 3. Have served at least two years in the aggregate as a professional member of the
671 senate, professional section or members at large president, professional section
672 or members at large representative, or region officer, except that one year as
673 either a collegiate senator or collegiate representative may be counted toward
674 this requirement.
675
676 C. A region governor may be removed by two-thirds of the voting members of the
677 region council.
678
679 D. Region governors shall be responsible for coordinating communications within the
680 region, for promoting and facilitating section vitality, for identifying needs within the
681 region, and for being a resource to the sections and members. They shall consult
682 with the board on issues of deactivation and reinstatement of sections within their
683 respective region.
684
685 E. Under the direction of the director of regions, region governors shall be responsible
686 for approving requests from sections for deviation from standard region assignment
687 and shall recommend to the senate changes to the number of regions or regional
688 boundaries.
689
690 F. Region governors shall prepare and submit reports of activities within the region as

691 requested by the director of regions or the senate.

692

693 Section 3. Other Region Officers

694 Regions may have such other officers as allowed by the region bylaws. Collegiate
695 members who will be assigned to that region and will qualify for professional
696 membership before the start of the term of office may be candidates for election to
697 these offices, but must meet these requirements and the requirements of the position in
698 order to serve. If elected, and a collegiate member during their tenure, such collegiate
699 member shall have the right to vote during the performance of duties in that position,
700 without gaining any voting rights in the Society.

701

702 Section 4. Region Councils

703 A. The voting members of each of the region councils shall consist of representatives
704 as follows:

- 705 1. One representative for each 100 voting members or fraction thereof, not to
706 exceed four, elected by the members of each professional section of the region;
707 2. One representative for each 100 voting members at large or fraction thereof, not
708 to exceed four, of each region, elected by the members at large of the region;
709 and
710 3. One collegiate representative for each twenty active collegiate sections or
711 fraction thereof, not to exceed two, of the region, elected by the collegiate
712 section presidents of the region in accordance with the procedures for collegiate
713 senator elections.

714

715 B. The number of voting members and active collegiate sections as of December 31
716 shall be used to determine the number of representatives that each of the above
717 entities may elect to serve for the following fiscal year. A professional section
718 chartered or reinstated after that date shall be entitled to one representative.

719

720 C. Alternate representatives may be selected in accordance with policies adopted by
721 the region.

722

723 D. The officers and senators of the region shall be nonvoting members of the region
724 council with the right to participate in the discussions of the council but shall retain
725 their voting status if they are also representatives.

726

727 Section 5. Region Bylaws

728 There shall be a region bylaws template provided to all regions. Regions may adopt
729 such template or make such changes as allowed, provided that no region bylaws may
730 conflict with the Society bylaws.

731

732 Section 6. Region Activities

733 Regions shall have control over their own activities and projects within the region,
734 provided that no region activity may be in conflict with the established policies of the
735 Society. Regions may not assess dues or fees.

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ARTICLE VII – SECTIONS

Section 1. Professional Sections

- A. Any group of at least ten voting members in good standing in the United States or Puerto Rico may apply to the Society for a charter to form a professional section. Such application must be accompanied by a copy of the proposed section bylaws, names of proposed officers, and the name(s) of the proposed section representative(s). Professional section members shall have the same membership grade in the section as they have in the Society.
- B. Professional sections shall have control over their own activities and projects within the professional section, provided that no professional section activity may be in conflict with the established policies of the Society. Professional sections may not assess dues or fees. At the discretion of the professional section, collegiate members who will be assigned to that section may be allowed to be candidates for election to positions other than president, provided that they will qualify for professional membership before the start of the term of office, but must meet these requirements and the requirements of the position in order to serve. If elected, and a collegiate member during their tenure, such collegiate member shall have the right to vote during the performance of duties in that position, without gaining any voting rights in the Society.
- C. In order to be in good standing, a professional section must have at least ten voting members in good standing, current bylaws, an elected section representative, and filed its annual reports and officer lists.
- D. If, in the judgment of the board of directors, in consultation with the respective region governor, a professional section is not in good standing for two or more consecutive years, the board may declare that section inactive. All current members of the section must be notified in writing at least thirty days prior to such action being taken. Should a section be declared inactive, it shall not be eligible to receive section dues rebates, have a section representative on the region council, or to act collectively in the name of SWE. Members of inactive sections shall automatically become members at large. A section that has been declared inactive may be reinstated by the board of directors upon receipt of a letter requesting reinstatement, accompanied by the same documentation required for chartering a new section.

Section 2. Collegiate Sections

- A. Any group of at least ten collegiate members in good standing from a college or university in the United States or Puerto Rico may petition the board of directors for a collegiate section charter, provided that:
 - 1. At least fifty percent of the members of the proposed collegiate section are women majoring in engineering or engineering technology;
 - 2. At least eight of the members expect to be eligible for membership in that collegiate section for the fiscal year following granting of the charter; and
 - 3. The petition includes a copy of the proposed bylaws and names of proposed

783 officers.

784

785 B. The collegiate section shall elect a non-collegiate member in good standing of the
786 Society as a counselor to the section. The counselor shall be considered a
787 nonvoting member of the collegiate section.

788

789 C. Collegiate sections shall have control over activities and projects within the
790 collegiate section, provided that no collegiate section activity may be in conflict with
791 the established policies of the board of directors. Collegiate sections may not
792 assess dues or fees.

793

794 D. In order to be in good standing, a collegiate section must have at least ten collegiate
795 members in good standing, current bylaws, an elected counselor, and filed its
796 annual reports and officer lists.

797

798 E. If, in the judgment of the board of directors, in consultation with the respective region
799 governor, a collegiate section is not in good standing for two or more consecutive
800 years, the board may declare that collegiate section inactive. All current members of
801 the section must be notified in writing at least thirty days prior to such action being
802 taken. Should a collegiate section be declared inactive, it shall not be eligible to
803 receive collegiate section dues rebates, participate in the election of a region
804 collegiate representative or collegiate senator, or act collectively in the name of
805 SWE. Members of inactive collegiate sections shall automatically become members
806 of a professional section (if available) or shall become members at large. A
807 collegiate section which has been declared inactive may be reinstated by the board
808 of directors upon receipt of a letter, requesting reinstatement and accompanied by
809 the same documentation required for chartering a new section.

810

811 Section 3. Section Bylaws

812 There shall be professional section and collegiate section bylaws templates provided to
813 all professional and collegiate sections. Sections may adopt such template or make
814 such changes as allowed, provided that no section bylaws may conflict with the Society
815 bylaws.

816

817 Section 4. Revocation of Charter

818 The board of directors may revoke the charter of any section for cause, after giving the
819 section an adequate opportunity to be heard before the board of directors and upon a
820 two-thirds vote of the board of directors. Upon the request of a section, the board of
821 directors may revoke the charter by majority vote.

822

823

824 **ARTICLE VIII – MEMBERS AT LARGE (MAL)**

825 Section 1. Definition

826 Any member of a region who is not affiliated with a section is a member at large (MAL).

827

828 Section 2. MAL President

- 829 A. The members at large representatives shall elect a MAL president to serve for one
830 fiscal year.
831
832 B. The MAL president shall be responsible for coordinating communications among the
833 members at large, for identifying needs, and for being a resource to the members at
834 large.
835
836 C. The MAL president shall prepare and submit reports of activities by the members at
837 large as requested by the director of regions or the senate.
838

839 Section 3. Members at Large Bylaws

840 The members at large shall have bylaws, which may not have provisions that conflict
841 with the Society bylaws. At the discretion of the members at large, collegiate members
842 who will be members at large may be allowed to be candidates for election to a position
843 other than president, provided that they will qualify for professional membership before
844 the start of the term of office, but must meet these requirements and the requirements
845 of the position in order to serve. If elected and a collegiate member during their tenure,
846 such collegiate member shall have the right to vote during the performance of duties in
847 that position, without gaining any voting rights in the Society.
848

849
850 **ARTICLE IX – INTERNATIONAL MEMBERS**

851 Section 1. Definition

852 Any member who is not a member of a region is an international member.
853
854

855 **ARTICLE X – COMMITTEES**

856 Section 1. Committees

- 857 A. There shall be a finance committee, an audit committee, and any other such
858 committees as the board of directors may direct. Each committee shall be provided a
859 charter that has been approved by the board and includes, at a minimum, the
860 committee's purpose, its scope, its authority and limitations on that authority, and the
861 deliverables.
862
863 B. Each committee shall have a board contact who shall also serve as an ex officio
864 member of the committee. The board contact shall be designated by the president.
865 Each committee may develop policies and procedures for the operations of that
866 committee. No such policies and procedures shall conflict with these bylaws or
867 other adopted rules of the Society.
868
869 C. The finance committee shall be composed of at least five members, two of whom
870 shall be members of the board of directors. The treasurer shall be an ex officio
871 member of the finance committee. The finance committee shall be primarily
872 responsible for:
873 1. Budgeting and long-range financial planning;
874 2. Monitoring the fiscal health of the Society on an ongoing basis;

- 875 3. Reviewing the independent annual financial audit, and reporting their
876 recommendations to the board of directors; and
877 4. Consulting on other financial matters of the Society on an as-needed basis.
878
- 879 D. The audit committee shall be composed of at least three members, none of whom
880 may be serving as treasurer or be an employee of the Society. The duties of the
881 audit committee shall be to:
- 882 1. Select and recommend to the board an auditor who may not be contracted by
883 SWE for any other functions other than auditing and tax preparation services;
 - 884 2. Direct the staff to prepare the information for the audit;
 - 885 3. Review the audit; and
 - 886 4. Report to the board of directors on the process, outcome, and any committee
887 recommendations.
- 888
889

890 **ARTICLE XI – ADMINISTRATION**

891 **Section 1. Headquarters Office**

- 892 A. The Society shall maintain an office for the conduct of business of the Society, at a
893 location determined by the board of directors. Such office shall be under the direct
894 supervision and authority of an executive director, who shall be appointed by the
895 board of directors. The executive director shall report to the board of directors and
896 perform duties under the direction of the board of directors as the board may require.
897
- 898 B. The executive director shall serve as the chief executive officer and shall have the
899 authority and responsibility for the operations of the headquarters office, unless
900 otherwise limited by the board of directors or by the budget. Such authority and
901 responsibility shall include, but not be limited to:
- 902 1. Employment and termination of employees, consultants, and vendors;
 - 903 2. Management and direction of Society activities; and
 - 904 3. Fiduciary responsibility for the assets of the Society assigned to headquarters.
905
- 906 C. Negotiation of the executive director's contract and any subsequent performance
907 evaluations will be done on behalf of the Society by the president and president elect.
908 Such contract shall be reviewed by the Society's legal counsel prior to presentation
909 to the board of directors for final approval. All terms of the contract shall be disclosed
910 to the board of directors.
911

912 **Section 2. Fiscal Year**

913 The fiscal year of the Society shall be July 1 to June 30.
914
915

916 **ARTICLE XII – DISSOLUTION**

917 In the event of the dissolution of this Society, all real assets and remaining monies shall
918 be donated to a non-profit organization operated exclusively for educational purposes
919 as determined by the board of directors and allowed by law.
920
921

922 **ARTICLE XIII – PARLIAMENTARY AUTHORITY**

923 The rules contained in the eleventh edition of *Robert’s Rules of Order Newly Revised*
924 shall govern this Society and all its subordinate units in all cases to which they are
925 applicable and in which they are not inconsistent with these bylaws and any special
926 rules of order that may be adopted.

927
928

929 **ARTICLE XIV – AMENDMENT**

930 A. These bylaws may be amended at any in-person meeting of the senate or by an
931 electronic ballot vote.

932
933 B. Amendments may be proposed by any ten members of the Society collectively as a
934 group, provided that at least eight are voting members, or a senator and four
935 additional members, provided that at least three of the four are voting members.
936 Proposed amendments shall be submitted to the secretary.

937
938 C. The exact text of the amendment shall be made available to the membership by
939 posting on the Society’s website at least forty-five days before the senate meeting at
940 which the vote will be taken or the date on which the electronic ballot is sent. Copies
941 of the proposed amendments shall be sent to voting members upon request. The
942 senators shall be notified when proposed amendments are posted.

943
944 D. Two-thirds of the entire voting membership of the senate at an in-person meeting or
945 ninety percent of the entire voting membership of the senate by electronic ballot
946 shall be required to amend these bylaws. If the electronic ballot requirement is not
947 achieved, the proposal shall automatically be placed on the agenda of the next in-
948 person meeting.

949
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951 **ARTICLE XV – GOVERNING LAW**

952 All questions with respect to the construction of these bylaws shall be determined in
953 accordance with the applicable provisions of the laws of the District of Columbia.

954
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956 **Provisos to SWE Bylaws:**

957

958 1. For the purpose of fulfilling eligibility requirements, service on the board of directors
959 shall also include service on the executive committee prior to 1985. Service as
960 region governor shall also include service as a region director prior to 2004.

961
962 2. Members who received the grades of senior or fellow prior to January 1, 2009, are
963 exempt from the eligibility requirements specified in Article II, Section 1. B. or C.